



CORPORATION SERVICE COMPANY

RECORDATION NO 24731-D FILED

APR 26 '07

4-34 PM

SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 866574/015

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 05/04/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Chevron Products Company  
6001 Bollinger Canyon Road L3044  
San Ramon, CA 94583

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20<sup>th</sup> Floor  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of NOV, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEVRON PRODUCTS COMPANY, a division of CHEVRON USA, INC., a Pennsylvania corporation, with an address at 6001 Bollinger Canyon Road, L3044, San Ramon, CA 94583-2324 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 1, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on DEC 10, 2003 and given Recordation Number 24731.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEVRON PRODUCTS COMPANY, a division of CHEVRON USA, INC.

By: Mary L. Kole  
Name: Mary L. Kole  
Title:

Neil G. Golan 6.6.06  
Manager, Transportation Services

## SCHEDULE A

Number of Cars		Equipment Description
15	28,000 through 31,000 gallon capacity tank cars	
1	DCTX	29603
2	DCTX	29628
3	DCTX	29631
4	DCTX	29632
5	DCTX	29643
6	DCTX	29832
7	DCTX	29837
8	DCTX	29856
9	DCTX	29865
10	DCTX	29873
11	DCTX	130009
12	DCTX	130027
13	NCTX	29662
14	NCTX	29663
15	NCTX	29670